

**BellSouth Telecommunications, Inc.**  
333 Commerce Street  
Suite 2101  
Nashville, TN 37201-3300  
  
guy.hicks@bellsouth.com

**Guy M. Hicks**  
General Counsel  
  
615 214 6301  
Fax 615 214 7406

June 26, 2006

**VIA HAND DELIVERY**

Filed Electronically in Docket Office on 06/26/06 @ 12:35pm

Hon. Ron Jones, Chairman  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37238

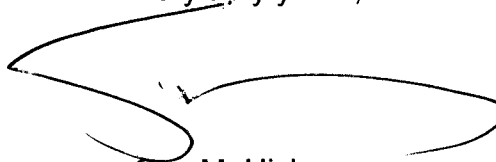
Re: *Joint Filing of AT&T Inc. and BellSouth Corporation together with its  
Certificated Tennessee Subsidiaries regarding Change of Control of the  
Operating Authority of BellSouth Corporation's Tennessee Subsidiaries*  
Docket No. 06-00093

Dear Chairman Jones:

Enclosed are the original and four copies of the *Affidavits of James G. Harralson  
and Lisa S. Foshee for Permission to Practice Pro Hac Vice* on behalf of BellSouth.

Copies are also being provided to counsel of record via e-mail.

Very truly yours,



Guy M. Hicks

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, Tennessee

In Re: *Joint Filing of AT&T Inc. and BellSouth Corporation together with its  
Certificated Tennessee Subsidiaries regarding Change of Control  
of the Operating Authority of BellSouth Corporation's Tennessee  
Subsidiaries*

Docket No. 06-00093

**AFFIDAVIT OF JAMES G. HARRALSON**  
**FOR PERMISSION TO PRACTICE PRO HAC VICE**

Affiant, James G. Harralson, being first duly sworn, petitions the Tennessee Regulatory Authority ("TRA") pursuant to Rule 19 of the Rules of the Tennessee Supreme Court and TRA Rule 1220-1-2-.04(7), for permission to appear in the above-styled proceeding as co-counsel for BellSouth Corporation ("BellSouth"), and hereby states and swears as follows:

1. My full name is James Gilbert Harralson.
2. My residence address is 54 Westminster Drive, NE, Atlanta, Georgia 30309.
3. I am currently employed as Vice President and Associate General Counsel-Regulatory and State Operations for BellSouth Corporation. My business address is BellSouth Corporation, Suite 1800, 1155 Peachtree Street NE, Atlanta, Georgia, 30309.
4. I am petitioning the TRA to represent BellSouth in the above-styled proceeding only.

5. I am currently licensed, in good standing, and admitted to practice law in Kentucky, and was first admitted to practice there in 1979. I have been continuously licensed, in good standing, to practice in Kentucky since that date, and am admitted to practice before the court of last resort there. My registration number there is 29328.

6. I am currently licensed, in good standing, and admitted to practice law in Georgia, and was first admitted to practice there in 2005. I have been continuously licensed, in good standing, to practice in Georgia since that date, and am admitted to practice before the court of last resort there. My registration number there is 141852. Georgia is now the jurisdiction in which I principally practice law.

7. I have also been admitted to practice in the United States Court of Appeals for the District of Columbia, the Western District of Kentucky, the Eastern District of Kentucky and the U.S. Supreme Court.

8. I am in good standing in all jurisdictions in which I am licensed to practice law and am not currently, nor have ever been, licensed to practice in any jurisdictions other than the above noted Districts.

9. I have not been admitted or sought to be admitted *pro hac vice* in any trial or appellate court of Tennessee within the preceding three (3) years.

10. I have never been denied admission *pro hac vice* or had an admission *pro hac vice* revoked by any court in any jurisdiction.

11. I have never been disciplined or sanctioned by the Board of Professional Responsibility of the Supreme Court of Tennessee (the "Board"), by any similar lawyer disciplinary agency in any jurisdiction, or by any similar lawyer disciplinary authority.

12. There is no disciplinary action or investigation of my conduct pending before the Board, before any similar lawyer disciplinary agency in any jurisdiction, or before any similar lawyer disciplinary authority.

13. I am familiar with the Tennessee Rules of Professional Conduct (the "Rules") and the rules governing the proceedings of the TRA.


14. I hereby consent to the disciplinary jurisdiction of the Board and the courts of Tennessee in any matter arising out of my conduct in this proceeding and agree to be bound by the Rules and any other rules of conduct applicable to lawyers generally admitted in Tennessee.

15. I am associated in my representation of BellSouth in this proceeding with Guy M. Hicks, who is a lawyer licensed to practice law in Tennessee, in good standing, and admitted to practice law before the Supreme Court of Tennessee, and who resides and maintains a law office in Nashville, Tennessee. His Board registration number is 000232. His office and address and telephone number are:

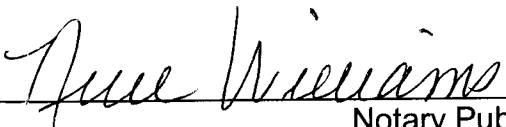
Guy M. Hicks  
BellSouth Telecommunications, Inc.  
Suite 2100  
333 Commerce Street  
Nashville, Tennessee 37201  
(615) 214-6301

16. I have paid all fees required by Rule 19 in connection with the Motion for Admission *Pro Hac Vice*.

17. The Motion for Admission *Pro Hac Vice*, this Affidavit, and all associated papers, have been served upon all counsel of record in the above-styled proceeding.

  
\_\_\_\_\_  
James G. Harralson

Sworn to and subscribed before me, this 23rd day of June, 2006.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

Notary Public, Clayton County, Georgia  
My Commission Expires March 19, 2010  
\_\_\_\_\_

# KENTUCKY BAR ASSOCIATION

514 WEST MAIN STREET  
FRANKFORT, KENTUCKY 40601-1883  
(502) 564-3795  
FAX (502) 564-3225

## OFFICERS

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William H. Wilhoit

***THIS IS TO CERTIFY THAT***

***JAMES GILBERT HARRALSON***

*BellSouth Corporation  
1155 Peachtree Street, Northeast, Suite 1800  
Atlanta, Georgia 30309*

***Membership No. 29328***

*is an active member in good standing with the Kentucky Bar Association as required by the  
Rules of the Supreme Court of Kentucky. Dated this 21<sup>st</sup> day of June, 2006.*

***BRUCE K. DAVIS  
REGISTRAR***



By:

*Nicole A. Key*

***Nicole A. Key, Deputy Registrar***



Mr. James Gilbert Harralson  
BellSouth Corporation  
1155 Peachtree Street, Suite 1800  
Atlanta, GA 30309-3610

**CURRENT STATUS:** Active Member-Good Standing

**DATE OF ADMISSION TO PRACTICE:** 03/18/2005

**Attorney Bar Number:** 141852

**Today's Date:** June 14, 2006

**Listed below are the disciplinary actions, if any, which have been taken against this member:**

State Disciplinary Board Docket #	Supreme Court Docket #	Disposition
NA	NA	N/A

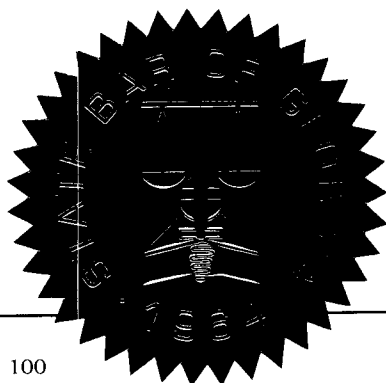
The prerequisites for practicing law in the State of Georgia are as follows:

- Must be certified by the Office of Bar Admissions, either by Exam, or on Motion (Reciprocity).
- Sworn in to the Superior Court in Georgia, which is the highest court needed for individuals to practice law in the State of Georgia.
- Enrolled with the State Bar of Georgia, which is an arm of the Supreme Court of Georgia.

Attorneys licensed in Georgia and whose membership is current are eligible to practice law in Superior Court. Attorneys may, upon application, apply for admission to the Supreme, District and State Court of Appeals.

Under the privacy/confidentiality provision of the Bar Rule 4-221(d), any complaint against a member resolved prior to the filing and docketing of a disciplinary case in the Supreme Court is not a matter of public record, and may not be revealed without a waiver from the member. It is the policy of the State Bar of Georgia to answer any inquiry about a member by disclosing only those complaints that have been docketed in the Supreme Court. With respect to matters that are currently pending as active, undocketed cases, when an inquiry is received, the State Bar of Georgia shall not disclose the existence of those complaints. Such non-disclosure should not be construed to confirm the existence of confidential complaints since the vast majority of members in good standing are not the subjects of such confidential complaints.

This member is currently in "good standing" as termed and defined by **State Bar Rule 1-204**. The member is current in license fees and is not suspended or disbarred as of the date of this letter.



**STATE BAR OF GEORGIA**

*Tom Peterson*

Official Representative of State Bar of Georgia

**HEADQUARTERS**

104 Marietta Street, Suite 100  
Atlanta, Georgia 30303  
(404) 527-8700 ■ (800) 334-6865  
FAX (404) 527-8717  
www.gabar.org

**SOUTH GEORGIA**

244 E. Second Street (Zip 31794)  
P.O. Box 1390  
Tifton, Georgia 31793-1390  
(229) 387-0446 ■ (800) 330-0446  
FAX (229) 382-7435

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, Tennessee

In Re:        *Joint Filing of AT&T Inc. and BellSouth Corporation together with its Certificated Tennessee Subsidiaries regarding Change of Control of the Operating Authority of BellSouth Corporation's Tennessee Subsidiaries*

Docket No. 06-00093

**AFFIDAVIT OF LISA S. FOSHEE**  
**FOR PERMISSION TO PRACTICE *PRO HAC VICE***

Affiant, Lisa S. Foshee, being first duly sworn, petitions the Tennessee Regulatory Authority ("TRA") pursuant to Rule 19 of the Rules of the Tennessee Supreme Court and TRA Rule 1220-1-2-.04(7), for permission to appear in the above-styled proceeding as co-counsel for BellSouth Telecommunications, Inc. ("BellSouth"), and hereby states and swears as follows:

1.     My full name is Lisa Spooner Foshee.
2.     My residence address is 2645 Hyde Manor Drive, Atlanta, Georgia 30327.
3.     I am currently employed as Chief Counsel-Regulatory and External Affairs, for BellSouth Telecommunications, Inc. My business address is BellSouth Telecommunications, Suite 4300, 675 West Peachtree Street NE, Atlanta, Georgia, 30375.
4.     I am petitioning the TRA to represent BellSouth in the above-styled proceeding only.

5. I am currently licensed, in good standing, and admitted to practice law in Georgia, and was first admitted to practice there in 1993. I have been continuously licensed, in good standing, to practice in Georgia since that date, and am admitted to practice before the court of last resort there. My registration number there is 672905. Georgia is now the jurisdiction in which I principally practice law.

6. I have also been admitted to practice in the United States 11<sup>th</sup> Circuit Court of Appeals and the U.S. District Court for the Northern District of Georgia.

7. I am in good standing in all jurisdictions in which I am licensed to practice law and am not currently, nor have ever been, licensed to practice in any jurisdictions other than the above noted Districts.

8. I have not been admitted or sought to be admitted *pro hac vice* in any trial or appellate court of Tennessee within the preceding three (3) years.

9. I have never been denied admission *pro hac vice* or had an admission *pro hac vice* revoked by any court in any jurisdiction.

10. I have never been disciplined or sanctioned by the Board of Professional Responsibility of the Supreme Court of Tennessee (the "Board"), by any similar lawyer disciplinary agency in any jurisdiction, or by any similar lawyer disciplinary authority.

11. There is no disciplinary action or investigation of my conduct pending before the Board, before any similar lawyer disciplinary agency in any jurisdiction, or before any similar lawyer disciplinary authority.

12. I am familiar with the Tennessee Rules of Professional Conduct (the "Rules") and the rules governing the proceedings of the TRA.

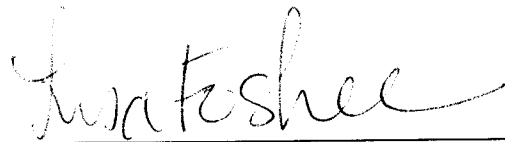
13. I hereby consent to the disciplinary jurisdiction of the Board and the courts of Tennessee in any matter arising out of my conduct in this proceeding and agree to be bound by the Rules and any other rules of conduct applicable to lawyers generally admitted in Tennessee.

14. I am associated in my representation of BellSouth in this proceeding with Guy M. Hicks, who is a lawyer licensed to practice law in Tennessee, in good standing, and admitted to practice law before the Supreme Court of Tennessee, and who resides and maintains a law office in Nashville, Tennessee. His Board registration number is 000232. His office and address and telephone number are:

Guy M. Hicks  
BellSouth Telecommunications, Inc.  
Suite 2100  
333 Commerce Street  
Nashville, Tennessee 37201  
(615) 214-6301

15. I have paid all fees required by Rule 19 in connection with the Motion for Admission *Pro Hac Vice*.

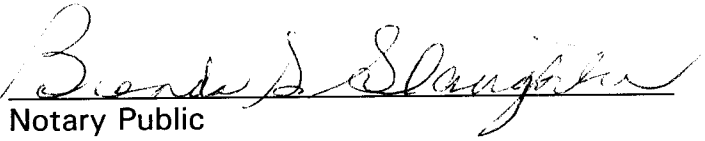
16. The Motion for Admission *Pro Hac Vice*, this Affidavit, and all associated papers, have been served upon all counsel of record in the above-styled proceeding.



---

Lisa S. Foshee

Sworn to and subscribed before me, this 21<sup>ST</sup> day of JUNE,  
2006.

  
Notary Public

My Commission Expires:

Brenda S. Slaughter  
~~Notary Public, Rockdale County, Georgia~~  
My Commission Expires July 29, 2006



Ms. Lisa Spooner Foshee  
BellSouth Telecommunications Inc  
675 W. Peachtree St., Suite 4300  
Atlanta, GA 30375-0001

**CURRENT STATUS:** Active Member-Good Standing

**DATE OF ADMISSION TO PRACTICE:** 08/30/1993

**Attorney Bar Number:** 672905

**Today's Date:** June 12, 2006

**Listed below are the disciplinary actions, if any, which have been taken against this member:**

State Disciplinary Board Docket #	Supreme Court Docket #	Disposition
NA	NA	N/A

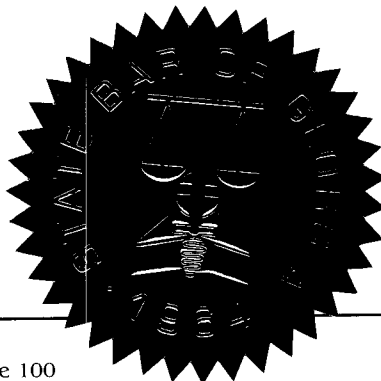
The prerequisites for practicing law in the State of Georgia are as follows:

- Must be certified by the Office of Bar Admissions, either by Exam, or on Motion (Reciprocity).
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**STATE BAR OF GEORGIA**

*Toni Peterson*

Official Representative of State Bar of Georgia

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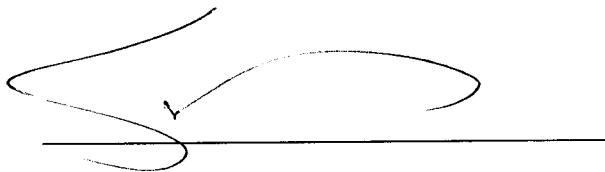
**SOUTH GEORGIA**

244 E. Second Street (Zip 31794)  
P.O. Box 1390  
Tifton, Georgia 31793-1390  
(229) 387-0446 ■ (800) 330-0446  
FAX (229) 382-7435

## CERTIFICATE OF SERVICE

I hereby certify that on June 26, 2006, a copy of the foregoing document was served on the following, via the method indicated:

<input type="checkbox"/> Hand	H. LaDon Baltimore, Esquire
<input type="checkbox"/> Mail	Farrar & Bates
<input type="checkbox"/> Facsimile	211 Seventh Ave. N, # 320
<input type="checkbox"/> Overnight	Nashville, TN 37219-1823
<input checked="" type="checkbox"/> Electronic	<u>Don.baltimore@farrar-bates.com</u>
<input type="checkbox"/> Hand	Charles B. Welch, Esquire
<input type="checkbox"/> Mail	Farris, Mathews, et al.
<input type="checkbox"/> Facsimile	618 Church St., #300
<input type="checkbox"/> Overnight	Nashville, TN 37219
<input checked="" type="checkbox"/> Electronic	<u>cwelch@farrismathews.com</u>
<input type="checkbox"/> Hand	Donald Scholes, Esquire
<input type="checkbox"/> Mail	Branstetter, Stranch & Jennings
<input type="checkbox"/> Facsimile	227 2 <sup>nd</sup> Ave., N., 4 <sup>th</sup> Fl.
<input type="checkbox"/> Overnight	Nashville, TN 37219
<input checked="" type="checkbox"/> Electronic	<u>dscholes@branstetterlaw.com</u>
<input type="checkbox"/> Hand	Ms. Debbie Goldman
<input type="checkbox"/> Mail	CWA
<input type="checkbox"/> Facsimile	501 Third St., NW
<input type="checkbox"/> Overnight	Washington, DC 20001
<input checked="" type="checkbox"/> Electronic	<u>dgoldman@cwa-union.org</u>

A handwritten signature in black ink, consisting of a large, stylized 'S' shape with a horizontal line extending to the right.